U.S. Department of Justice
Washington, DC 20530

Amendment to Registration Statement
Pursuant to the Foreign Agents Registration Act of 1938, as amended

OMB NO. 1105-0004

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the Administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public. Finally, the Attorney General intends, at the earliest possible opportunity, to make these public documents available on the Internet on the Department of Justice World Wide Web site.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average 1.5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant	2. Registration No.
Hill and Knowlton, Inc.	3301

3. This amendment is filed to accomplish the following indicated purpose or purposes:

☐ To correct a deficiency in

☐ Initial Statement

☒ Supplemental Statement for the period ending May, 1997

☐ Other purpose *(specify)* _____

☐ To give a 10-day notice of change in information as required by Section 2(b) of the Act.

☐ To give notice of change in an exhibit previously filed.

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4. If this amendment requires the filing of a document or documents, please list-

Amended Supplemental Statement

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. *(If space is insufficient, a full insert page must be used.)*

This amendment is to correct a deficiency in the Supplemental Statement for the period ending May 10, 1997 of which the details will be provided in the attached amended Supplemental Statement.

EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)	(Type or print name under each signature[1])
Dec. 23, 1997	James C. Jennings

1 This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

U.S. Department of Justice
Washington, DC 20530

Supplemental Statement (Amended)
Pursuant to Section 2 of the Foreign Agents Registration Act of 1938, as amended

OMB NO. 1105-0002

For Six Month Period Ending May 10, 1997
(Insert date)

I-REGISTRANT

1.(a) Name of Registrant Hill and Knowlton, Inc. (b) Registration No. 3301

(c) Business Address(es) of Registrant
600 New Hampshire Avenue, Suite 601
Washington, DC 20037

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2. Has there been a change in information previously furnished in connection with the following:

(a)	If an individual: N/A		
	(1) Residence address	Yes ☐	No ☐
	(2) Citizenship	Yes ☐	No ☐
	(3) Occupation	Yes ☐	No ☐
(b)	If an organization:		
	(1) Name	Yes ☐	No x
	(2) Ownership or control	Yes ☐	No x
	(3) Branch Offices	Yes ☐	No x

(c) Explain fully all changes, if any, indicated in items (a) and (b) above.

IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).

3. If you have previously filed Exhibit C[1], state whether any changes therein have occurred during this 6 month reporting period. Yes ☐ No x

If yes, have you filed an amendment to the Exhibit C? Yes ☐ No ☐ N/A

If no, please attached the required amendment.

[1] The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws of a registrant that is an organization (a waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, Criminal Division, Internal Security Section, U.S. Department of Justice, Washington, D.C. 20530.)

4.(a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period? Yes x No ☐

If yes, furnish the following information:

Name	Position	Date Connection Ended

Attachment I (4a)

(b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period? Yes x No ☐

If yes, furnish the following information

Name	Residence Address	Citizenship	Position	Date Assumed

Attachment I (4b)

5.(a) Has any person named in item 4(b) rendered services directly in furtherance of the interests of any foreign principal? Yes ☐ No x

If yes, identify each such person and describe his service.

(b) Have any employee or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting? Yes ☐ No x

If yes, furnish the following information:

Name	Position or connection	Date terminated

(c) During this six month reporting period, has the registrant hired as employees or any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity? Yes ☐ No x

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed

6. Have short form registration statements been filed by all of the persons named in Item 5(a) and 5(c) of the supplemental statement?

Yes ☐ No ☐ N/A

If no, list names of persons who have not filed the required statement.

II-FOREIGN PRINCIPAL

7. Has your connection with any foreign principal ended during this 6 month reporting period?
Yes ☐ No x

If yes, furnish the following information:

Name of foreign principal *Date of termination*

8. Have you acquired any new foreign principal[2] during this 6 month reporting period?
Yes x No ☐

If yes, furnish the following information:

Name and address of foreign principal *Date acquired*

Attachment II (8)

9. In addition to those named in Items 7 and 8, if any, list foreign principals[2] whom you continued to represent during the 6 month reporting period.

Attachment II (9)

10. EXHIBITS A AND B

(a) Have you filed for each of the newly acquired foreign principals in Item 8 the following:

Exhibit A[3]	Yes x	No ☐
Exhibit B[4]	Yes x	No ☐

If no, please attach the required exhibit.

(b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes ☐ No x

If yes, have you filed an amendment to these exhibits? Yes ☐ No ☐

If no, please attached the required amendment. N/A

[2] The term "foreign principal" includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a)(9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

[3] The Exhibit A, which is filed on form CRM-157 (Formerly OBD-67) sets forth the information required to be disclosed concerning each foreign principal.

[4] The Exhibit B, which is filed on form CRM-155 (Formerly OBD-65) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

III-ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, and 9 of this statement? Yes x No ☐

If yes, identify each such foreign principal and describe in full detail your activities and services:

Attachment III (11)

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity[5] as defined below?

Yes ☐ No x

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places, of delivery, names of speakers and subject matter.

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No x

If yes, describe fully.

[5] The term "political activities" means any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government a foreign country or a foreign political party.

IV-FINANCIAL INFORMATION

14.(a) RECEIPTS-MONIES

During this 6 month reporting period, have you received from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes x No ☐

If no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies[6]

Date	From Whom	Purpose	Amount

Attachment IV (14a)

Total

(b) RECEIPTS-FUND RAISING CAMPAIGN

During this 6 month reporting period, have you received, as part of a fund raising campaign,[7] any money on behalf of any foreign principal named in items 7, 8, and 9 of this statement. Yes ☐ No x

If yes, have you filed an Exhibit D to your registration? Yes ☐ No ☐

If yes, indicate the date Exhibit D was filed. Date N/A.

(c) RECEIPTS-THINGS OF VALUE

During this 6 month reporting period, have you received any thing of value[9] other than money from any foreign principal named in Items 7, 8, and 9 of this statement, or from any other source, for or in the interests of any such foreign principal? Yes ☐ No x

If yes, furnish the following information:

Name of foreign principal	Date received	Description of things of value	Purpose

N/A

[6,7] A registrant is required to file an Exhibit D if he collects or receives contributions, loans, money, or other things of value for a foreign principal, as part of a fund raising campaign. (See Rule 201(e)).
[8] An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fund raising campaign and transmitted for a foreign principal.
[9] Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

15.(a) DISBURSEMENTS-MONIES

During the 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign named in Items 7, 8, and 9 of this statement? Yes x No ☐

(2) transmitted monies to any such foreign principal? Yes ☐ No x

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount

Attachment IV (15a)

Total

(b) DISBURSEMENTS-THINGS OF VALUE

During the 6 month reporting period, have you disposed of anything of value[10] other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, and 9 of this statement?

Yes ☐ No x

If yes, furnish the following information:

Date disposed	Name of person to whom given	On behalf of what foreign principal	Description of thing of value	Purpose

N/A

(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During the 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value[11] in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☐ No x

If yes, furnish the following information:

Date	Amount or thing of value	Name of political organization	Name of candidate

N/A

[10, 11] Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

V-INFORMATIONAL MATERIALS

16. During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials?[12] Yes x No ☐

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

17. Identify each such foreign principal.
Government of Korea
Welsh Development Agency

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials?
Yes ☐ No x

If yes, identify each such foreign principal, specify amount, and for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

☐ Radio or TV broadcasts ☐ Magazine or newspaper articles ☐ Motion picture films ☐ Letters or telegrams

☐ Advertising campaigns ☒ Press releases ☒ Pamphlets or other publications ☐ Lectures or speeches

☐ Other (specify)_____

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

☐ Public Officials
☐ Legislators
☐ Government agencies
☐ Other (specify) Business Community
x Newspapers
☐Editors
☐ Civic groups or associations
☐ Libraries
☐ Educational institutions
☐ Nationality groups

21. What language was used in the informational materials:

x English ☐ Other (specify)_____

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes ☐ No ☐
Copies are filed as a part of this amended Supplemental Statement Attachment V (22)

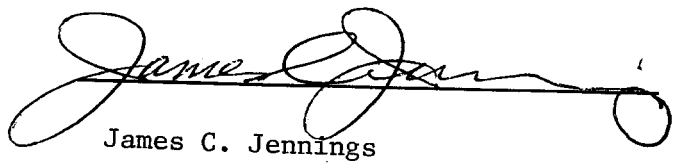
23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act?

Yes ☐ No ☐ Attachment V (22)

12 The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI--EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statements), of any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)	(Type or print name under each signature[13])
Dec. 23, 1997	 James C. Jennings

13 This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

ATTACHMENT I (4a)

Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this six-month reporting period? Yes ☒ No ☐

Name	Position	Date Connection Ended
Le Selberman	Senior Managing Director	11-29-96
Lynn Brinton	Managing Director	11-13-96
David Carter	Managing Director	11-13-96
Chris Kircher	Managing Director	12-6-96
Susan Ward	Senior Managing Director	12-3-96
Deborah Fanco	Senior Managing Director	12-18-96
Maria Papa	Managing Director	12-12-96
Arlene Flowers	Managing Director	12-11-96
Jane Sullivan	Senior Managing Director	1-31-97
Linda Fedow	Senior Managing Director	3-7-97
Marjorie Wilmer	Managing Director	3-14-97
Dale Didion	Senior Managing Director	3-7-97
Ellena Friedman	Managing Director	3-28-97
Gareth Edmondson	Managing Director	4-4-97
Allan Myer	Senior Managing Director	4-30-97
Brook Scheller	Managing Director	12-13-96
Emid Lewin	Managing Director	12-6-96
John Mullane	Senior Managing Director	4-1-97
Al Demius	Managing Director	5-6-97

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ATTACHMENT I (4b)

Have any persons become partners, officers, directors of similar officials during this six-month reporting period? Yes ☒ No ☐

Name & Address	Citizenship	Position	Date Assumed
Kevin Elliot 100 Wellfleet Drive Vallejo CA 94591	USA	Managing Director	12-11-96
Robert Ponoiscio 44 Gramercy Park New York, NY 10010	USA	Managing Director	1-2-97
William Watson 3601 Allen Parkway Houston, TX 77019	USA	Senior Managing Director	1-2-97
Mark Stuart 201 West 70th Street New York, NY 10023	USA	Senior Managing Director	1-13-97
Mark Poole 3515 N Wilton Avenue Chicago IL 60657	USA	Managing Director	6-1-96
Elizabeth Hall 2204 S. Quincy Street Arlington, VA 22204	USA	Senior Managing Director	7-8-96
James Sloan 2109 Evans Road Flossmoor, IL 60522	USA	Senior Managing Director	1-20-97
Lisa Glodine 201 West 70th Street New York, NY	USA	Managing Director	1-27-97
Brian Regan 1905 Weepak Way Los Angeles, CA 90046	USA	Senior Managing Director	2-10-97
Allison Wey 245 the By-Way Ridgewood, NJ 07450	USA	Managing Director	3-10-97
Deborah Barrett 14711 Carplcrest Houston, TX	USA	Senior Managing Director	2-24-97
Gary Paolinelli 7734 El Duorp Drive Sacramento CA 95831	USA	Managing Director	3-4-97
Susan Simon 21303 Lockmere Lane Katy, TX 77450	USA	Managing Director	3-24-97

Name & Address	Citizenship	Position	Date Assumed
Edward Deitch 160 East 89th Street New York, NY 10128	US	Senior Managing Director	3-31-97
Gary Weitman 835 Forest Street Wilmette IL 60091	USA	Managing Director	3-31-97
Wendy Nerd 3008 Aquilla Tampa, FL	USA	Managing Director	4-14-97
John McCook 174 East 74 Street New York, NY 10021	USA	Managing Director	4-21-97
Michael Chee 324 North Niagara Street Burbank, CA 91505	USA	Managing Director	4-28-97
Gary Terpening 710 West End Ave New York, NY 10025	USA	Managing Director	4-28-97

ATTACHMENT II (8)

Have you acquired any new foreign principal during this 6 month period.

Ministry of Economical Development — 5/97
Trade and Tourism of Canada
8th Floor
Hearst Block
900 Bay Street
Toronto, Canada M7A-ZEI

Government of Korea — 4/97
Embassy of Korea
2450 Massachusetts Ave, NW
Washington, DC 20005

ATTACHMENT II (9)

In addition to those named in Items 8 and 9, if any, list the foreign principals whom you continued to represent during the 6 month reporting period.

Hitachi, Ltd
Chief Odogwu
Trentino Tourism Board
Marubeni America Corporation
KLM
Mazda Motor Corporation
State of Qatar
Welsh Development Agency

ATTACHMENT III (11)

During this 6 month period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 8,9, and 10 of this statement?

If yes, identify each such foreign principal and describe in full detail your activities and services.

KLM

On Behalf of the foreign principal, registrant provided general public relations counsel with respect to relations with airlines, foreign and domestic. Registrant monitored news reports concerning client.

Mazda Motor Corporation

On behalf of the foreign principal, registrant provided public relations counsel for product and corporate image support, and assisted in the distribution of new product information.

Marubeni America Corporation

On behalf of the foreign principal, registrant provided counsel as to possible business investment opportunities, marketing and health care delivery and financing trends in the US that might have implications for the foreign principal's home market.

Hitachi, Ltd.

Registrant monitored legislative, trade and regulatory issues of importance to the foreign principal.

Trentino Tourist Board

On behalf of foreign principal, registrant provided counsel in the area of media relations and travel industry relations. The registrant conducted press visits and provided representation at travel media conferences and events.

S.I. Odogwu

On behalf of foreign principal, registrant arranged meetings with the media and monitored and researched World Wide Web developments.

State of Qatar

On behalf of foreign principal, registrant advised representatives from Qatar on legislative and policy issues, media outreach and accompanied representative of the foreign principal on US visits.

Ministry of Economical Development, Trade and Tourism of Canada

On behalf of foreign principal, registrant advised and conducted media relations for the Canadian province of Ontario.

Government of Korea

On behalf of foreign principal, registrant advised and conducted media relations.

Welsh Development Agency

Registrant provided counsel and assistance regarding media relations.

Attachment IV (14(a))
Receipts -- Monies

During this six month period, have your received from any foreign principal named below, any contributions, income or money either as compensation or otherwise?

Marubeni America Corporation	7,500.00
Hitachi, Ltd	47,122.60
Konimklijke Luchtvaart Maatschappij, N.V. (KLM)	104,126.09
Government of Korea	7,492.96
Chief (Dr.) S.I. Odgwu	33,165.31
Toyo Kogyo, Ltd. (Mazda Motor Corporation)	805,421.85
Qatar	155,371.65
Government of Canada	0.00
Trentino Tourism Board	0.00
Welsh Development Agency	377,871.95
Total	1,538,072.41

Attachment IV (15(a))
Disbursements -- Monies

During this six month reporting period, have you disbursed or expended monies in connection with activity on behalf of any foreign principal named below?

	Marubeni America Corp.	Hitachi, Ltd.	Konimklijke Luchtvaart Maatschappij	Government 0f Korea	S.I. Odogwu	Toyo Kogyo, Ltd (Mazda)	Trentino Tourism Board
Printing		16,983.00			1,166.00	83.78	
Professional Services	437.35	437.35	437.50				
Press Clippings						202.96	
Photography		1,059.76			28.50	3,527.56	
Production Costs		2,434.67			100.00	102.00	
Professional Services		1,251.36			6,497.35	3,531.10	
Publicity & Promotion						6,000.00	
Newswire		55.21			174.95	1,491.25	
Supplies			21.68			3,231.00	
Subscriptions, Reference Books						434.75	
Video Production			205.95			14,405.36	
Graphics							
Manuscripts			62.11				
Publications			16.00				
Miscellaneous						4.50	
News Retrival		269.51	1,539.70				
Telephone/Fax	18.21	30.94	794.11	34.00	822.57	12,836.30	
Messenger		88.29	13.22	129.82	33.01	2,018.08	
Postage/Freight		6.00	23.82		103.70	3,559.21	
Copy/Collate		17.25	49.75		361.73	6,685.00	
Travel	296.00	2,045.04	112.07		1,109.61	20,875.67	
Meals & Entertainment			9.08			153.00	
Social Fees							
Fees	275.00	375.00	3,433.61		275.00		
Other							
Total	1,026.56	25,053.38	6,718.60	163.82	10,672.42	79,141.52	0.00

Attachment IV (15(a))
Disbursements -- Monies
Continued
Page 2

	Qatar	Government of Canada	*Welsh Development Agency*
Printing	208.54		11775.20
Professional Services			4149.15
Press Clippings			4057.52
Photography			89.46
Production Costs		46.66	24922.97
Professional Services	1969.07	1160.55	1459.97
Publicity & Promotion			
Newswire			295.00
Supplies	6.44		4451.73
Subscriptions, Reference Books	16.54		524.15
Video Production			3990.12
Graphics			29828.88
Manuscripts			
Publications			
Miscellaneous			8414.89
News Retrival	551.50		2548.27
Telephone/Fax	130.63	255.36	6397.45
Messenger	209.84	46	215.00
Postage/Freight	170.08	122.49	2702.14
Copy/Collate	287.59	19.74	3607.75
Travel	899.38	2951.01	12156.78
Meals & Entertainment	39.21	20.36	7753.77
Social Fees			
Fees		305	6130.00
Other			14479.50
Total	4,488.82	4,927.17	149,949.70